

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW MEXICO**

GENESEE COUNTY EMPLOYEES' RETIREMENT
SYSTEM; MARYLAND-NATIONAL CAPITAL PARK
& PLANNING COMMISSION EMPLOYEES' RETIREMENT
SYSTEM; MIDWEST OPERATING ENGINEERS PENSION
TRUST FUND, Individually and On Behalf of All Others
Similarly Situated,

Plaintiffs,

vs.

No. CIV 09-0300 JB/KBM

THORNBURG MORTGAGE SECURITIES TRUST
2006-3; THORNBURG MORTGAGE SECURITIES
TRUST 2006-5; THORNBURG MORTGAGE SECURITIES
TRUST 2007-4; GREENWICH CAPITAL ACCEPTANCE,
INC.; STRUCTURED ASSET MORTGAGE INVESTMENTS II,
INC.; CREDIT SUISSE SECURITIES LLC d/b/a CREDIT
SUISSE SECURITIES (USA) LLC; RBS SECURITIES INC.;
BANC OF AMERICA SECURITIES LLC; ROBERT J.
MCGINNIS; CAROL P. MATHIS; JOSEPH N. WALSH,
III; JOHN C. ANDERSON; JAMES M. ESPOSITO;
JEFFREY L. VERSCHLEISER; MICHAEL B. NIERENBERG;
JEFFREY MAYER; THOMAS F. MARANO; MOODY'S CORP.,;
MOODY'S INVESTORS SERVICES, INC.; MCGRAW-HILL
COMPANIES, INC.; STANDARD & POOR'S RATING
SERVICES; FITCH, INC.; and FITCH RATINGS,

Defendants.

ORDER¹

THIS MATTER comes before the Court on: (i) the Opposed Motion to Dismiss of Defendants Greenwich Capital Acceptance, Inc. (N/K/A RBS Acceptance Inc.), Structured Asset Mortgage Investments II, Inc., Credit Suisse Securities (USA) LLC, RBS Securities Inc. (F/K/A Greenwich Capital Markets, Inc.), Robert J. McGinnis, Carol P. Mathis, Joseph N. Walsh III, John

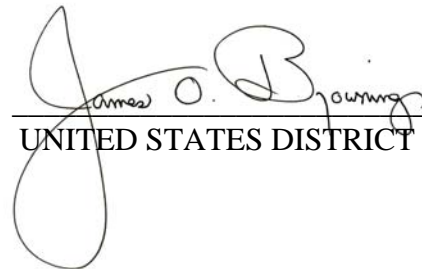
¹This Order disposes of the motions at issue. The Court will, however, at a later date issue an opinion fully detailing its rationale for this decision.

C. Anderson, James M. Esposito, Jeffrey L. Verschleiser; Michael B. Nierenberg, Jeffrey Mayer, and Thomas F. Marano, filed February 11, 2011 (Doc. 125)(“Individual Defendants’ Motion”); (ii) Banc of America Securities LLC’s Joinder in the Motion to Dismiss of the Depositor Defendants, the Individual Defendants, Credit Suisse Securities (USA) LLC, and RBS Securities Inc., filed February 11, 2011 (Doc. 130)(“Joinder in the Motion to Dismiss”); and (iii) the Rating Agencies’ Motion to Dismiss with Prejudice the Amended Class Action Complaint, filed February 11, 2011 (Doc. 128)(“Rating Agencies’ Motion”). The Court held a hearing on September 19, 2011. The Court having considered the motions and the arguments hereby grants the Individual Defendants’ Motion in part and denies it in part. The Court will deny the Rating Agencies’ Motion. The Court will grant in part and deny in part the Joinder in the Motion to Dismiss.

The Court denies the Individual Defendants’ Motion with respect to the following arguments: (i) that the Plaintiffs do not currently or did not at the time of filing the Original Complaint have standing to assert claims on behalf of the class; (ii) that the Plaintiffs have not alleged a cognizable economic loss; (iii) that, if the Plaintiffs lacked standing over some of their claims at the time of the filing of the Original Complaint, the Court could still not exercise subject-matter jurisdiction over the case; (iv) that the filing of the Original Complaint did not toll the statute of limitations and statute of repose for the asserted class members; (v) that the Amended Complaint does not relate back to the Original Complaint; and (vi) that the Plaintiffs, as a matter of law, had inquiry notice of their claims regarding the 2006-3, 2006-5, and 2007-4 offerings one year before February 27, 2009. The Individual Defendants’ Motion is granted with leave to amend with respect to the Plaintiffs’ failure to plead compliance with Section 13 of the Securities Act of 1933’s one-year statute of limitations regarding their discovery of the untrue statement or the omission, or when such discovery should have been made by the exercise of reasonable diligence. The Court will grant in

part and deny in part the remainder of the Individual Defendants' Motion.

IT IS ORDERED that: (i) the Opposed Motion to Dismiss of Defendants Greenwich Capital Acceptance, Inc. (N/K/A RBS Acceptance Inc.), Structured Asset Mortgage Investments II, Inc., Credit Suisse Securities (USA) LLC, RBS Securities Inc. (F/K/A Greenwich Capital Markets, Inc.), Robert J. McGinnis, Carol P. Mathis, Joseph N. Walsh III, John C. Anderson, James M. Esposito, Jeffrey L. Verschleiser; Michael B. Nierenberg, Jeffrey Mayer, and Thomas F. Marano, filed February 11, 2011 (Doc. 125), is granted in part and denied in part; (ii) Banc of America Securities LLC's Joinder in the Motion to Dismiss of the Depositor Defendants, the Individual Defendants, Credit Suisse Securities (USA) LLC, and RBS Securities Inc., filed February 11, 2011 (Doc. 130) is granted in part and denied in part; and (iii) the Rating Agencies' Motion to Dismiss with Prejudice the Amended Class Action Complaint, filed February 11, 2011 (Doc. 128) is denied.



UNITED STATES DISTRICT JUDGE

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